

ATTACHMENT A

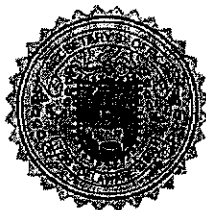
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CRICKET COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 2004, AT 5:41 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3097721 8100

040599133

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3298504

DATE: 08-17-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:51 PM 08/16/2004  
FILED 05:41 PM 08/16/2004  
040599133 - 3097721 FILE

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CRICKET COMMUNICATIONS, INC.

Cricket Communications, Inc., a corporation organized and existing under the laws of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

A. The name of the corporation is Cricket Communications, Inc. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 16, 1999, under the name of Cricket Wireless Communications, Inc.

B. Pursuant to Sections 242, 245 and 303 of the General Corporation Law of the State of Delaware and the order dated October 22, 2003 of the United States Bankruptcy Court for the Southern District of California (the "Court"), which has jurisdiction over the Corporation in a case under Chapter 11 of Title 11 of the United States Code, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation, as previously amended.

C. The text of the Amended and Restated Certificate of Incorporation as previously amended or supplemented is restated and further amended to read in its entirety as follows:

FIRST: The name of the Corporation is Cricket Communications, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, City of Wilmington, 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall be Common Stock, each having a par value of \$.0001 per share. To the extent required by Section 1123(a) of Title 11, Chapter 11 of the United States Code and notwithstanding anything to the contrary herein, in no event shall the Corporation be authorized to issue any class or series of nonvoting equity securities.

FIFTH: The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by the Board of Directors.

**SIXTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

**SEVENTH:** Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** No director of this corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Article Eighth shall be prospective and shall not affect the rights under this Article Eighth in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification. Notwithstanding any of the provisions of this Amended and Restated Certificate of Incorporation, this Amended and Restated Certificate of Incorporation shall not in any way countermand or otherwise affect provisions concerning indemnification set forth in the "Fifth Amended Joint Plan of Reorganization, Dated July 30, 2003" of the Corporation (the "Plan") or the Order of the Court confirming the Plan, entered on October 22, 2003.

**NINTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, this Amended and Restated Certificate of  
Incorporation has been signed by Robert J. Irving, its authorized officer this 16<sup>th</sup> day of August,  
2004.

Cricket Communications, Inc.

By: /s/ Robert J. Irving

Name: Robert J. Irving

Title: Secretary



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 16, 2006

6516-281-4

CSC NETWORKS  
801 ADLAI STEVENSON DR  
SPRINGFIELD, IL 62703

RE CRICKET COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Springfield, Illinois 62756

FORM BCA 13.15 (rev. Dec. 2003)  
APPLICATION FOR AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
www.cyberdriveillinois.com

FILED

NOV 16 2006

JESSE WHITE  
SECRETARY OF STATE

COPY

Remit payment in the form of a cashier's  
check, certified check, money order  
or an Illinois attorney's or CPA's check  
payable to the Secretary of State.  
SEE NOTE 1 CONCERNING PAYMENT!

65162814  
File #

Filing Fee \$ 150.00 Franchise Tax \$ 63.99 Penalty/Interest \$ — Total \$ 213.99 Approved: 81  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: CRICKET COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the  
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation DELAWARE Date of Incorporation SEPT. 16, 1999 Period of Duration PERPETUAL

3. (a) Address of the principal office, wherever located: 10307 PACIFIC CENTER COURT  
SAN DIEGO, CA 92131  
(b) Address of principal office in Illinois:  
(If none, so state) NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: Illinois Corporation Service Company  
First Name Middle Initial Last name  
Registered Office: 801 Adlai Stevenson Drive  
Number Street Suite # (A.P.O. Box alone  
Springfield, IL 62703 Sangamon is not acceptable.)  
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
DE, AL, AK, AR, AZ, CA, CO, GA, ID, IO, IN, KS, KY, MI, MN, MO, MS, NE, NV, NM, NY, NC, OH, OK, OR, SC, TN, TX, UT,  
WA, WV, WI - in FL AND PA, under "Cricket Wireless, Inc."

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President				
Secretary				
Director	PLEASE SEE ATTACHED LIST OF OFFICERS AND DIRECTORS.			
Director				
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

### TELECOMMUNICATIONS RELATED SERVICES

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON		\$0.0001	1,000	100

(If more, attach list)

9. Paid-in Capital: \$ 1,523,515,859

("Paid-in Capital" replaces the terms Stated Capital & Paid-In Surplus and is equal to the total of these accounts.)

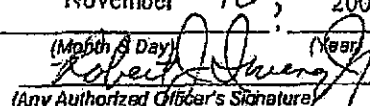
10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 2,625,374,020
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 20,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,053,578,464
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 10,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? NO
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated November 10, 2006  
(Month & Day) (Year)  
  
(Any Authorized Officer's Signature)  
Robert J. Irving, Jr. - Secretary  
(Print Name and Title)

CRICKET COMMUNICATIONS, INC.

(Exact Name of Corporation)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.